

RECORDATION NO. 29818 FILED

JUN 25 11 -1 26 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

June 24, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated August 30, 2010 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: OCI Chemical Corporation
Five Concourse Pkwy
Suite 2500
Atlanta, GA 30328

A description of the railroad equipment covered by the enclosed document is for twenty five (25) 5150 cu. ft. covered hopper cars; having NAHX and FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosure

(OCCH002)

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ASSGN. NO.: OCCH002

MEMORANDUM OF LEASE

SOUTHEASTERN TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30 day of August, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and OCI Chemical Corporation ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 30, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 30, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By:

Name:

RICHARD F. SEYMOUR

VICE PRESIDENT SALES & MARKETING

Title:

By: Susan GrokulskaName: SUSAN GROKULSKYASSISTANT DIRECTORTitle: OF DOCUMENTATIONExecuted on this 30th day of August, 2010

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

COOK

I, GEORGIA FREIBURGER a Notary Public, of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30th day of August, 2010.

Notary Public

My Commission Expires:

6-2012

(Notary Public)



LESSEE:

OCI CHEMICAL CORPORATION

ATTEST:

By:

[Signature]

Name:

BRANDAN HUFF

Title:

MANAGER, LOGISTICS

By:

[Signature]

Name:

RICHARD W. KALBER

Title:

Manager, Purchasing & Logistics

Executed on this

17th

day of

August

2010

[CORPORATE SEAL]

STATE OF

GEORGIA

COUNTY OF

COBB

I, CAROLYN F. BENKOWITZ, a Notary Public of the County and State aforesaid, certify that RICHARD W. KALBER personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal. this

17th

day of

August

2010

[Signature]
Notary Public

Commission Expires:

Notary Public, Cobb County, Georgia
My Commission Expires Oct. 19, 2012
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: 5150 cu. ft., covered hopper cars

CAR NUMBERS: *Cars to be remarked from NAHX to FURX per conversion list below.

OLD MARK	OLD NUMBER	NEW MARK	NEW NUMBER
NAHX	61421	FURX	846226
NAHX	61433	FURX	846228
NAHX	61437	FURX	846229
NAHX	61481	FURX	846233
NAHX	61492	FURX	846237
NAHX	61507	FURX	846240
NAHX	61534	FURX	846244
NAHX	061359*	FURX	846220
NAHX	061367*	FURX	846221
NAHX	061371*	FURX	846222
NAHX	061379*	FURX	846223
NAHX	061414*	FURX	846224
NAHX	061418*	FURX	846225
NAHX	061422*	FURX	846227
NAHX	061456*	FURX	846230
NAHX	061462*	FURX	846231
NAHX	061464*	FURX	846232
NAHX	061489*	FURX	846235
NAHX	061490*	FURX	846236
NAHX	061501*	FURX	846239
NAHX	061511*	FURX	846241
NAHX	061513*	FURX	846242
NAHX	061533*	FURX	846243
NAHX	061536*	FURX	846245
NAHX	061652*	FURX	846246